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12 Specially Appearing for Defendant
CHARMING SHOPPES, INC.

13
14 UNITED STATES DISTRICT COURT
15 NORTHERN DISTRICT OF CALIFORNIA
16

17 SHAMEIKA MOODY, as an individual
and on behalf of others similarly situated,

18 Plaintiff,

19 vs.
20

21 CHARMING SHOPPES OF
DELAWARE, INC., a corporation; LANE
22 BRYANT, INC., a corporation;
CHARMING SHOPPES, INC., a
23 corporation, and DOES 1 through 20,
inclusive,

24 Defendants.
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Case No. C 07-06073 MHP

**SUPPLEMENTAL DECLARATION OF
JOHN J. SULLIVAN IN SUPPORT OF
DEFENDANT CHARMING SHOPPES,
INC.'S MOTION TO DISMISS FOR LACK
OF PERSONAL JURISDICTION**

Date: May 5, 2008
Time: 2:00 p.m.
Place: Courtroom 15, 18th Floor

[SPECIAL APPEARANCE ONLY]

1 I, John J. Sullivan, declare as follows.

2 1. I am over eighteen years of age. I have personal knowledge of the following and
3 am competent to testify thereto. I submit this Supplemental declaration in support of Defendant
4 Charming Shoppes, Inc.'s motion to dismiss.


5 2. I am the Senior Vice President, Controller of Defendant Charming Shoppes, Inc.
6 ("CSI") and also the Controller of Defendant Charming Shoppes of Delaware, Inc. ("CSDI").
7 CSI is incorporated and headquartered in Pennsylvania. CSI is publicly traded. It is a retail
8 apparel holding company which has distinct and separate corporate subsidiaries, including Lane
9 Bryant, Inc. ("Lane Bryant"). Lane Bryant owns and operates the Lane Bryant stores throughout
10 the country and in California.

11 3. CSDI is incorporated and headquartered in Pennsylvania. It is a wholly-owned
12 subsidiary of CSI. CSDI provides certain shared services to various corporate subsidiaries
13 including Lane Bryant, Inc.

14 4. Neither CSI nor any of its subsidiary corporations owns a facility in Santa Fe
15 Springs, California. When product for Lane Bryant and other sister-corporation stores arrives in
16 the Los Angeles area from domestic or overseas vendors, the product must be retrieved, housed in
17 a warehouse facility, sorted and loaded in trucks, and delivered to the various retail store
18 locations. All of those functions and operations are performed by a third-party business process
19 outsourcing vendor, Performance Team - Gale/Triangle, Inc. ("Performance Team"), which is not
20 in any way owned by or affiliated with CSI (or any of CSI's subsidiary corporations). The
21 employees who perform those functions are not employed by CSI (or any related entity), but
22 rather are employees and/or contractors of Performance Team.

23 5. Performance Team owns and operates an approximately 2,000,000 square foot
24 distribution/consolidation warehouse space in Santa Fe Springs, California -- CSI does not own
25 or operate this facility. There are approximately four (4) Quality Control inspectors on-site at the
26 Performance Team Santa Fe Springs facility who inspect the product before it is delivered to the
27 retail stores. These Quality Control inspectors are employees of *Charming Shoppes of Delaware,*
28 *Inc.* -- not CSI. CSI does not employ employees in California.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.


John J. Sullivan

PROOF OF SERVICE

I, the undersigned, declare:

I am over the age of eighteen (18) years, and not a party to the within action. I am employed by Morgan, Lewis & Bockius, LLP and my business address is One Market, Spear Street Tower, San Francisco, CA 94105.

On April 21, 2008, I served the following document(s):

**SUPPLEMENTAL DECLARATION OF JOHN J. SULLIVAN IN SUPPORT
OF DEFENDANT CHARMING SHOPPES, INC.'S MOTION TO DISMISS
FOR LACK OF PERSONAL JURISDICTION**

on the parties involved addressed as follows:

Peter M. Hart, Esq.
Law Offices of Peter M Hart
13952 Bora Bora Way, F-320
Marina Del Ray, CA 90292

Attorneys for Plaintiff

☐ **BY MAIL:** I am readily familiar with my employer's practice for collection and processing of documents for mailing with the United States Postal Service and that practice is that the documents are deposited with the United States Postal Service with postage fully prepaid the same day as the day of collection in the ordinary course of business. On this date, I served the above interested parties following my employer's ordinary business practices.

☐ **BY FACSIMILE:** By use of a facsimile machine telephone number 415/442-1001, I served a copy of the within document(s) on the above interested parties at the facsimile numbers listed above. The transmission was reported as complete and without error. The transmission report, which is attached to this proof of service, was properly issued by the transmitting facsimile machine.

☒ **BY FEDERAL EXPRESS OVERNIGHT DELIVERY:** I caused each envelope, with delivery fees provided for, to be deposited in a box regularly maintained by Federal Express. I am readily familiar with the practice for collection and processing of documents for delivery by overnight service by Federal Express of Morgan, Lewis & Bockius, LLP, and that practice is that the document(s) are deposited with a regularly maintained Federal Express facility in an envelope or package designated by Federal Express fully prepaid the same day as the day of collection in the ordinary course of business.

☐ **BY EMAIL:** By transmitting via electronic mail the document(s) listed above to the email address(s) set forth below on this date (pursuant to a stipulation between the parties).

1 I declare under penalty of perjury under the laws of the State of California that the
2 foregoing is true and correct. Executed at San Francisco, California on April 21, 2008.

3 
4 Mary Gonzalez